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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 30, 1992

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ..... to .....

PROCESSED BY
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Commission file number 1-10245

RCM Technologies, Inc.
(Exact name of registrant as specified in its charter)

Nevada	95-1480559
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2500 Mc Clellan Avenue, Suite 350, Pennsauken, New Jersey 08109
(address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (609) 486-1777

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past ninety days. YES X NO .

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

CLASS	14,339,565
Common Stock, $.05 par value	Outstanding at June 2, 1992

PART I - FINANCIAL INFORMATION

Item 1 - FINANCIAL STATEMENTS

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
April 30, 1992 and October 31, 1991

ASSETS

	1992 (Unaudited)	1991 (Audited)
Current assets		
Cash	$ 660,115	$ 591,160
Accounts receivable	2,881,564	3,369,874
Prepaid expenses and other assets	405,333	267,798
Total current assets	3,947,012	4,228,832
Property and equipment, at cost		
Equipment and leasehold improvements	1,198,512	1,223,718
Less accumulated depreciation	610,820	556,807
Net property and equipment	587,692	666,911
Other assets		
Deposits	34,837	42,569
Cost in excess of net assets acquired (net of accumulated amortization of $12,770 in 1992 and $10,702 in 1991)	152,663	154,731
Patent costs (net of accumulated amortization of $75,453 in 1992 and $58,750 in 1991)	389,947	410,128
Total other assets	577,447	607,428
Total assets	$ 5,112,151	$5,503,171

LIABILITIES AND SHAREHOLDERS' EQUITY

	1992 (Unaudited)	1991 (Audited)
Current liabilities		
Current maturities of long term debt	$ 38,193	$ 43,001
Accounts payable and accrued expenses	163,331	306,702
Accrued payroll	461,101	522,920
Taxes other than income taxes	243,228	243,032
Income taxes payable	76,425	50,000
Total current liabilities	982,278	1,165,655
Long Term Debt	147,046	173,321
Shareholders' equity		
Common stock, $.05 par value; authorized 40,000,000 shares in 1992 and 20,000,000 in 1991; issued and outstanding 14,653,565 in 1992 and 1991	732,678	732,678
Additional paid in capital	9,122,703	9,122,703
Accumulated deficit	(5,809,733)	(5,560,865)
	4,045,648	4,294,516
Less: treasury stock, 314,000 shares in 1992 and 1991, at cost	62,821	62,821
	3,982,827	4,231,695
Less: Common stock subscriptions receivable	-	67,500
	3,982,827	4,164,195
Total liabilities and shareholders' equity	$ 5,112,151	$5,503,171

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
For the three and six months ended April 30, 1992 and 1991
(UNAUDITED)

	Three months ended April 30,		Six months ended April 30,	
	1992	1991	1992	1991
Revenues	$6,264,388	$4,969,745	$12,323,820	$10,444,632
Direct costs	5,339,830	4,224,203	10,473,860	8,932,167
Gross profit	924,558	745,542	1,849,960	1,512,465
Operating expenses				
Selling	95,073	125,837	192,473	318,907
Administrative	864,018	1,140,160	1,873,913	2,332,942
Total operating expenses	959,091	1,265,997	2,066,386	2,651,849
Operating loss	(34,533)	(520,455)	(216,426)	(1,139,384)
Other income (expense)				
Interest (net)	3,306	19,267	2,623	39,713
Miscellaneous	2,607	(3,700)	(1,603)	(7,628)
Net other expense	5,913	15,567	1,020	32,085
Loss before income taxes	(28,620)	(504,888)	(215,406)	(1,107,299)
Income taxes	13,962	14,222	33,462	34,114
Net loss	($ 42,582)	($ 519,110)	($ 248,868)	($1,141,413)
Primary loss per share	($ .00)	($ .04)	($ .02)	($ .08)

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
April 30, 1992
(Unaudited)

	Common stock shares	Common stock amount	Additional paid-in capital	Accumulated deficit	Treasury stock	Common stock subscriptions receivable
Balance, October 31, 1991	14,653,565	$732,678	$9,122,703	($5,560,865)	($ 62,821)	($ 67,500)
Common stock subscription receivable						67,500
Net loss April 30, 1992				(248,868)		
Balance, April 30, 1992	14,653,565	$732,678	$9,122,703	($5,809,733)	($ 62,821)	($ -)

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
April 30, 1992 and 1991
(Unaudited)

	1992	1991
Cash flows from operating activities:		
Net loss	($ 248,868)	($1,141,413)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization of excess cost over net assets acquired	2,068	2,068
Depreciation and amortization	97,600	81,679
Changes in operating assets and liabilities:		
Accounts receivable	488,310	1,770,264
Prepaid expenses and other assets	(137,535)	(17,162)
Accounts payable and accrued expenses	(143,371)	(56,643)
Accrued payroll	(61,819)	(490,331)
Taxes other than income taxes	196	(67,720)
Income taxes payable	26,425	26,200
	271,874	1,248,355
Net cash provided by operating activities	23,006	106,942
Cash flows from investing activities		
Proceeds from sale of equipment	3,700	-
Capital expenditures	(5,378)	(38,587)
Patent (expenditures) credits	3,477	(33,799)
Decrease in deposits	7,733	(187)
Net cash provided by (used in) investing activities	9,532	(72,573)
Cash flows from financing activities:		
Repayments of long term debt	(31,083)	(1,794)
Common stock subscription receivable	67,500	-
Registration costs	-	(160)
Net cash provided by financing activities	36,417	(1,954)
Net increase in cash	68,955	32,415
Cash at beginning of year	591,160	1,488,794
Cash at April 30,	$ 660,115	$1,521,209

1. Shareholders' Equity

(a) Authorized Common Shares

On April 23, 1992, the stockholders of the Company approved an amendment to the Company's Certificate of Incorporation ("Amendment") increasing the authorized shares of Common Stock from 20,000,000 to 40,000,000, par value $.05. The Amendment was filed in May 1992.

(b) Warrants

The Company had 786,709 Class C Warrants outstanding at April 30, 1992 at an exercise price of $8.50 per common share. These Warrants expire October 1, 1992.

(c) Incentive Stock Option Plans

On April 20, 1982, the stockholders of the Company at their annual meeting approved the RCM Technologies, Inc. 1982 Incentive Stock Option Plan ("1982 Plan") which authorizes the issuance not later than April 13, 1992 of up to 500,000 shares of Common Stock to officers, directors and key employees of the Company and its subsidiaries. The options are to contain such terms as may be determined by the Board of Directors except that the option term may not exceed ten years and the exercise price may not be less than 100% of the fair market value of the shares at the time of the grant. Options under the 1982 Plan are intended to be incentive stock options pursuant to Section 422A of the Internal Revenue Code.

On April 13, 1992, 20,000 unissued options from the 1982 Plan expired.

On February 27, 1986, the stockholders of the Company, at their annual meeting, approved the RCM Technologies, Inc. 1986 Incentive Stock Option Plan ("1986 Plan") which authorizes the issuance not later than October 30, 1995 of up to 300,000 shares of Common Stock to officers, directors and key employees of the Company and its subsidiaries. The 1986 Plan contains substantially the same terms as the 1982 Plan and the options are likewise intended to be incentive stock options pursuant to Section 422A of the Internal Revenue Code.

1. Shareholders' Equity

(c) Incentive Stock Option Plans continued

On April 23, 1992, the stockholders of the Company, at their annual meeting, approved the RCM Technologies, Inc. 1992 Incentive Stock Option Plan ("1992 Plan") which authorizes the issuance not later than February 13, 2002 of up to 500,000 shares of Common Stock to officers, directors and key employees of the Company and its subsidiaries. The 1992 Plan contains substantially the same terms as the 1982 and 1986 Plans and the options are likewise intended to be incentive stock options pursuant to Section 422A of the Internal Revenue Code.

As of April 30, 1992, 363,500 shares had been issued with 116,500 options outstanding under the 1982 Plan, 11,500 shares had been issued with 271,500 options outstanding under the 1986 Plan and no options were issued or outstanding under the 1992 Plan.

Certain data with respect to the issuance of the options under the Plans are summarized as follows:

	1982 PLAN		1986 PLAN	
	Shares	Price Range	Shares	Price Range
Outstanding at:				
October 31, 1991 and April 30, 1992	116,500	$.5781 - $.8594	271,500	$.8594 - $4.0625

2. Loss Per Share

The Company uses the modified treasury stock method in computing earnings per share. For the six months ended April 30, 1992 and 1991, the weighted average number of shares outstanding were 14,339,565 and 14,315,815 respectively. Options and warrants have not been considered as the effect would be anti-dilutive.

Fully diluted earnings per share have not been presented because they are anti-dilutive.

3. Note payable - bank

The cash needs of the Company primarily arise from the need to finance the payroll expenses for services provided to clients by Intertec personnel between the time the services are rendered and when Intertec is paid by its customers. These financing requirements are met by internally generated cash and by a line of credit from a commercial bank.

Intertec Design, Inc. has a $1,350,000 revolving line of credit with Meritor Bank, collateralized by its accounts receivable. The line of credit is also guaranteed by the Company and RCM industries Corporation. Accounts receivable eligible for financing under the line are those billings on which not more than sixty days have elapsed since the date of billing. In addition, advances secured by the accounts receivable of Dow Chemical and Sikorsky Aircraft may not exceed $487,500. The interest rate charged is 2% above the prime rate of the Bank. The effective rate of interest at April 30, 1992 was 8.5% and the loan balance was zero.

The term of the line of credit is for a period of two years. Both Intertec Design, Inc. and RCM Technologies, Inc. are required to meet certain objectives with respect to financial ratios and earnings. Advances on the line of credit are restricted to the sole use of Intertec Design, Inc. and any advances to the parent company or RCM Industries Corporation must have prior approval from the bank.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of operations

The unaudited interim financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented.

1992 vs 1991

Results for the period were substantially improved over those for the six months ended April 30, 1991, but operations still resulted in a net loss of $248,868 for the period. The Company identified three main problem areas which affected results in 1991: termination of IDI Services Division clients who had generated excessive worker's compensation claims, a decline in sales to Sikorsky Aircraft, a major customer, and a general decline in sales as the economy constricted during the recession. Two of these three areas have shown improvement and management believes that the third area is in the process of turning around.

Sales for Intertec Design, Inc., the Company's operating subsidiary, increased by $1,879,188, or approximately 18.0% from sales for the six months ended April 30, 1991.

The revenue loss associated with escalating worker's compensation claims in California for the IDI Services Division, the first problem area, has reversed itself and revenues for that sector are expected to grow for the remainder of fiscal 1992. Although sales for this division were approximately the same for both years, the 1991 sales occurred while the Company was working to replace client relationships that had been terminated due to excessive worker's compensation claims. In 1992, in contrast, the replacement of those relationships has been completed and the Company is now working to expand a steady and profitable client base.

As expected, the sales for IDI Services remained relatively static during the second quarter of 1992 when compared to the first quarter of 1992. Year to date sales figures are approximately $272,000 ahead of the first six months of 1991 with $222,549 of this increase occurring during the second quarter. Many clients of that division are now designing items that will be sold during the holiday season at the end of 1992. Sales are expected to grow for the third and fourth quarters of the fiscal year when those clients begin the sales, production and shipping cycles for those holiday items. Anticipated production cycles are expected to commence by the end of May and continue through June depending on the client involved.

The award by the Federal Government of the Light Helicopter program to Sikorsky Aircraft in April of 1991 has led to an increase in the Company's sales to Sikorsky of approximately $934,407 during the first six months. The decline in sales to Sikorsky during fiscal year 1991 represented the second of the main problem areas for the Company last year and has now corrected itself. The Company expects to receive modest manpower increases for Sikorsky during the remainder of the 1992 fiscal year.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of operations (continued)

1992 vs 1991 (continued)

In 1991, general economic conditions contributed greatly to the decline in the Company's overall sales. The Company has experienced an increase in sales in recent months and believes the next six months will bring continued sales growth if the nation's economy continues to improve. The Company expects the major portion of this growth to emanate from its IDI Services Division located in California due to anticipated sales activity as described above.

Cost of sales increased by $1,541,693 or approximately 17.3% from the six months ended April 30, 1991 due to the increased sales.

Gross profit increased by $337,495 or approximately 22.3% from the previous six months ended April 30, 1991.

Operating costs decreased by $585,463 or approximately 22.1% from the six months ended April 30, 1991. This decrease is directly attributable to the cost cutting measures instituted during fiscal 1991. In fiscal 1991, the Company set out to cut operating expenses by approximately $600,000 on an annualized basis. These cuts were in response to the large decrease in sales which were sustained during fiscal 1991 and were accomplished by closing marginal profit centers as well as decreasing the number of personnel in the remaining profit centers. Included in the $585,463 decrease in operating costs is a credit in the amount of $124,047 resulting from a decrease in the Company's accounts receivable allowance account. This credit resulted from the collection of past due accounts and also from accounts which the Company fully expects to collect.

Net other income decreased by $31,065, or approximately 96.8% from the six months ended April 30, 1991. Interest income decreased by $37,090, while miscellaneous expense decreased by $6,025 from the six months ended April 30, 1991. At April 30, 1992, the Company no longer had funds invested in short term securities.

Income tax expense remained relatively the same and decreased by $652 or approximately 1.9% from the six months ended April 30, 1991.

The net loss, which amounted to $248,868 and $1,141,413 in 1992 and 1991 respectively, decreased by $892,545 or approximately 78.2% from the six months ended April 30, 1991 reflecting the factors discussed above.

1991 vs 1990

Total sales decreased by $2,533,837 or approximately 19.5% from sales from the six months ended April 30, 1990. All of this decrease was sustained by Intertec Design, Inc.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of operations (continued)

1991 vs 1990 (continued)

General economic conditions during the six months ended April 30, 1991, contributed greatly to Intertec Design, Inc.'s overall decline in sales. The primary reason for the decrease in sales was the decrease in orders from the federal government on Sikorsky Aircraft's BlackHawk and SeaHawk helicopter programs. Sales to Sikorsky Aircraft decreased by $1,273,309, and by January 31, 1991, personnel assigned to the Sikorsky orders fell approximately 42%.

In April 1991, the federal government had awarded its contract on its Light Helicopter program, which is to replace the Apache helicopter, to a joint venture composed of Sikorsky Aircraft and Boeing. In order to maintain its competitive edge, the Company approved the purchase of an IBM computer-aided design drafting system. This system, which cost approximately $202,000, is being used for the design of the Light Helicopters. Due to the Light Helicopter Program and the addition of the CAD system, the Company begun to receive manpower increases from Sikorsky in April 1991.

Another reason for the sales decrease was the increase in the amount of worker's compensation claims within the temporary service division. In October 1990, this division experienced an increase in insurance premiums of 168% due to a large number of claims filed in California. As a result of that substantial increase, the Company identified clients using the Company's employees that were generating disproportionately large numbers of worker's compensation claims and terminated business with those clients during October/November 1990. A resultant loss of sales of $1,170,602 followed the termination of business with those clients.

Sales to Dow Corning and Dow Chemical decreased by $110,171. Sales for various smaller clients increased by $20,249.

Cost of sales decreased by $1,937,610 or approximately 17.8% from the six months ended April 30, 1990 due to the decreased sales.

Gross profit decreased by $596,227 or approximately 28.3% from the previous six months ended April 30, 1990.

Operating costs increased by $218,743 or approximately 9% from the six months ended April 30, 1990. Costs for new offices within Intertec Design, Inc. not in existence at April 30, 1990 amounted to $185,047. One office which cost $104,476 was closed due to insufficient sales. By comparison, the cost for the offices that existed at April 30, 1990 and 1991 actually decreased by $90,135. Additional costs were also generated by the Annual Stockholders' Meeting, held in December 1990 instead of the summer months. The costs of the meeting, with the corresponding reports and mailings, amounted to approximately $47,453. Further, costs for RCM Industries Corp. amounted to $421,121 in 1991 versus $344,743 in 1990.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of operations (continued)

1991 vs 1990 (continued)

Net other income increased by $27,280, or approximately 567.7% from the six months ended April 30, 1990. Interest income increased by $8,955 due to lower interest rates, while miscellaneous expense decreased by $36,235 from the six months ended April 30, 1990. The Company had approximately $1 million invested in short term securities.

Income taxes increased by $12,077 or approximately 54.8% from the six months ended April 30, 1990. The Company had increased its state income tax liability estimates to account for the termination of loss carry-forwards on the state level which are much shorter in duration than Federal loss carry-forward periods.

The loss from discontinued operations decreased by $14,300 from April 30, 1990. The Company's asbestos removal division, Marine & Mechanical Services Corp., was closed during fiscal 1990.

The net loss, which amounted to $1,141,413 and $355,946 in 1991 and 1990 respectively, increased by $785,467 or approximately 220.6% from the six months ended April 30, 1990 reflecting the factors discussed above.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Liquidity and capital resources

Key indicators of liquidity, balance sheet strength and capital resources are as shown in the following table:

	April 30, 1992	October 31, 1991
Current assets	$ 3,947,012	$ 4,228,832
Current liabilities	982,278	1,165,655
Working capital	$ 2,964,734	$ 3,063,177
Current ratio	4.02 to 1	3.63 to 1
Borrowed capital	$ 185,239	$ 216,322
Shareholders' equity	$ 3,982,827	$ 4,164,195
Borrowed Capital/ Shareholders' equity	4.66%	5.19%
Common shares outstanding	14,339,565	14,339,565
Book value per common share	$ .28	$ .29

The cash needs of the Company primarily arise from the need to finance the payroll expenses for services provided to clients by Intertec personnel between the time the services are rendered and when Intertec is paid by its customers. These financing requirements are met by internally generated cash and by a line of credit from a commercial bank.

Intertec Design, Inc. has a $1,350,000 revolving line of credit with Meritor Bank, collateralized by its accounts receivable. The line of credit is also guaranteed by the Company and RCM industries Corporation. Accounts receivable eligible for financing under the line are those billings on which not more than sixty days have elapsed since the date of billing. In addition, advances secured by the accounts receivable of Dow Chemical and Sikorsky Aircraft may not exceed $487,500. The interest rate charged is 2% above the prime rate of the Bank. The effective rate of interest at April 30, 1992 was 8.5% and the loan balance was zero.

The term of the line of credit is for a period of two years. Both Intertec Design, Inc. and RCM Technologies, Inc. are required to meet certain objectives with respect to financial ratios and earnings. Advances on the line of credit are restricted to the sole use of Intertec Design, Inc. and any advances to the parent company or RCM Industries Corporation must have prior approval from the bank.

The Company believes that the line of credit, together with stricter controls on receivables and the cuts in overhead costs made during fiscal 1991, will be more than adequate to meet any short term or long term cash liquidity needs with respect to the operations of Intertec Design, Inc. There are no plans at present for material capital expenditure commitments for Intertec within the near future.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Liquidity and capital resources (continued)

RCM Technologies, Inc. and RCM Industries Corporation face possible liquidity problems because of the restrictions imposed by the Bank on advances from Intertec to these two companies. The two RCM companies have $298,000 available for their operations during the second half of fiscal 1992. Neither RCM Technologies, Inc nor RCM Industries Corporation currently generate any revenues or cash to support their operations. RCM Technologies is responsible for the payment of certain general and administrative expenses which cannot be funded by Intertec. The Company believes that the available cash will be sufficient to pay for these expenses during 1992.

The liquidity needs of RCM Industries Corporation will not be fully known until completion by United Engineers & Constructors of the comprehensive technological, economic and commercial application evaluation of System "99" commissioned by the Company. The results of the study are not expected to be available until the end of June 1992. The cost of the study will be paid from the unrestricted cash available to RCM Industries Corporation. The study conclusions will help the Company determine whether to discontinue the operations of RCM Industries Corporation or go forward with the development and sale of System "99".

The restrictions on advances from Intertec Design,Inc. imposed by the Bank means that the Company does not possess the financial resources required to bring the system to market and any additional development of System "99" will require a sizable capital infusion into the Company from an outside source. Although there are no current plans for raising additional funds, the Company is considering several possible sources of funds, including loans and the sale of additional equity in the Company. The Company has received a tentative proposal from GE Capital Services to provide the necessary financing for the installation of System "99". The proposal is conditioned on the outcome of the study. The Company has also approached several coal workers' unions proposing that the unions' pension funds provide low cost loans to install System "99" in return for an agreement by the utility purchasing the system to use coal from mines designated by the pension funds. Possible equity partners for the installation of System "99" include utilities, coal producers and construction contractors. The Company may also consider raising additional capital through the sale of the Company's common stock. The Company feels reasonably confident in its ability to raise the necessary funds for System "99" in the event of a favorable report from United Engineers.

PART II.
OTHER INFORMATION

Item 1. Legal proceedings.

None

Item 4. Submission of matters to a vote of security holders

The Company held its Annual Meeting of Stockholders on April 23, 1992. The following items were voted on at the meeting:

A. Approval of the adoption of the Company's 1992 Incentive Stock Option Plan. The Plan authorizes the granting of up to 500,000 incentive stock options to key employees of the Company. Voting results were as follows:

For: 9,574,353 Against: 1,123,415 Abstain: 140,850

B. Proposal to increase the number of authorized shares of common stock from 20,000,000 shares to 40,000,000 shares.

For: 9,314,096 Against: 1,411,290 Abstain: 113,232

Item 5. Other information

None

Item 6. Exhibits and reports on form 10-Q

(a) Exhibits

(3) (a) (1) Certificate of Amendment of Articles of Incorporation

(11) Computation of loss per share

RCM TECHNOLOGIES, INC.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THE REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED THEREUNTO DULY AUTHORIZED.

RCM TECHNOLOGIES, INC.

DATE: June 2, 1992

Chief Operating Officer, President,
Chief Financial Officer & Treasurer

EXHIBIT 3 (a) (1)

EXHIBIT B

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF RCM TECHNOLOGIES, INC.

RCM TECHNOLOGIES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Nevada (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Articles of Incorporation of the Corporation, declaring said amendment to be advisable and calling for the submission of said amendment to the stockholders of the Corporation for their approval at the Annual Meeting of Stockholders held on April 23, 1992, and stating that such amendment will be effective only after approval thereof by the holders of a majority of the outstanding shares of Common Stock, $.05 par value, of the Corporation.

SECOND: That thereafter, pursuant to a resolution of the Board of Directors of the Corporation, said amendment was submitted to the holders of the Common Stock of the Corporation, and such holders, by a majority vote at the Annual Meeting of Stockholders held on April 23, 1992 in accordance with the General Corporation Law of the State of Nevada, approved and agreed to the adoption of the following resolution to amend the Articles of Incorporation of the Corporation:

> RESOLVED, that the Articles of Incorporation of the Corporation be, and they hereby are, amended by deleting in its entirety the present Article FOURTH and substituting in lieu thereof the following new Article FOURTH:
>
> "FOURTH: The amount of the total authorized capital stock of this corporation is Two Million Dollars ($2,000,000) consisting of Forty Million (40,000,000) shares of the par value of $.05 (five cents) each.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 78.385 and 78.390 of the General Corporation Law of the State of Nevada, and that the amendment was adopted, ratified and approved by more than a majority of the shares outstanding of this corporation, there being 14,339,565 shares of the corporation issued and outstanding and the resolution was approved by 9,314,096 shares voted on April 23, 1992.

IN WITNESS WHEREOF, said RCM TECHNOLOGIES, INC. has caused this certificate to be signed by Leon Kopyt, its President, and attested by Angelo A. Coronato, its Secretary, this day of April, 1992.

RCM TECHNOLOGIES, INC.

BY: Leon Kopyt
Leon Kopyt, President

ATTEST:

BY: Angelo A. Coronato
Angelo A. Coronato
Secretary

EXHIBIT 11

RCM TECHNOLOGIES, INC.
AND SUBSIDIARIES
COMPUTATION OF LOSS PER SHARE

	THREE MONTHS ENDED APRIL 30		SIX MONTHS ENDED APRIL 30	
	1992	1991	1992	1991
Net Income (Loss)	($ 42,582)	($ 519,110)	($ 248,868)	($ 1,141,413)
Weighted Average Number of Shares Outstanding During the Period	14,339,565	14,315,815	14,339,565	14,315,815
Common Stock Equivalents	(a)	(a)	(a)	(a)
	14,339,565	14,315,815	14,339,565	14,315,815
Loss Per Share	($ .00)	($ .04)	($ .02)	($ .08)

(a) Anti-dilutive

(b) Fully Diluted earnings per share have not been fully presented as they are Anti-Dilutive.